

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:)

) Chapter 11

DELPHI AUTOMOTIVE SYSTEMS LLC)

) Case No. 05-44640 (RDD)

Debtor.)
-----X

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **DEUTSCHE BANK SECURITIES INC.** ("Transferor")
60 Wall Street, 3rd Floor
New York, NY 10005
Attn: Matthew Doheny
Tel: 212-250-5760
Fax: 212-797-8770

2. Please take notice of the transfer, in the amount of \$2,115,405.67, of your general unsecured claim against DELPHI AUTOMOTIVE SYSTEMS LLC, as jointly administered In re: Delphi Corporation, Case No. 05-44481, as evidenced by the Proof of Claim No.2127, has been transferred to:

GOLDMAN SACHS CREDIT PARTNERS, L.P. ("Transferee")
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attn: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

An evidence of transfer of claim is attached hereto as Exhibit A. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit B.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2007.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ____ Transferee ____ Debtor's Attorney ____

Deputy Clerk

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

MAY-30-2007 10:34 From:

To:Goldman Sachs Co P.2/7

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the
Southern District of New York ("Bankruptcy Court")
Attn: Clerk

In re Delphi Corporation et al., Case No. 05-44481 (RDD) (Jointly Administered) (the "Cases"), in the United
States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")

AND TO: Delphi Automotive Systems LLC ("Debtor")
Case No 05-44640 (RDD)

Claim #: 2127

DEUTSCHE BANK SECURITIES INC., its successors and assigns ("Seller"), for good and valuable
consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and
irrevocably sell, transfer and assign unto:

GOLDMAN SACHS CREDIT PARTNERS L.P.
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attention: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller, including all rights
of stoppage in transit, replevin and reclamation, in the principal amount of \$2,115,405.67 ("Claim") against the
Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the
Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor
and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a
hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code,
applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates
that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the
Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other
communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Assignment of Claim by its duly authorized
representative dated May 29, 2007.

DEUTSCHE BANK SECURITIES INC.

By: _____
Name:
Title:

Scott G. Martin
Managing Director

GOLDMAN SACHS CREDIT PARTNERS L.P.

By: _____
Name:
Title:

Jaime Weisfelner
Authorized Signatory

EXHIBIT B

Address for Notices:

Goldman Sachs Credit Partners L.P.
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attention: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.
New York, New York
ABA No.: 021000089
Acct. No.: 40717188
Acct. Name: Goldman Sachs Credit Partners L.P.
Reference: Delphi (Trade Claim) from Deutsche
Attention: Bank Loan Operations – Philip F. Green